

Edmonds-Waters Christopher
 Form 4
 May 03, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Edmonds-Waters Christopher

(Last) (First) (Middle)
 3005 TASMAN DRIVE
 (Street)

SANTA CLARA, CA 95054

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 SVB FINANCIAL GROUP [SIVB]

3. Date of Earliest Transaction
 (Month/Day/Year)
 05/01/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Head of Human Resources

6. Individual or Joint/Group Filing(Check Applicable Line)
 X Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock	05/01/2018		M		973 A \$ 107.98	8,295	D
Common Stock	05/01/2018		M		805 A \$ 105.18	9,100	D
Common Stock	05/01/2018		M		195 A <u>1</u>	9,295	D
Common Stock	05/01/2018		S		805 D \$ 306.26	8,490	D
Common Stock	05/01/2018		F		99 <u>(2)</u> D \$ 305.46	8,391	D

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Common Stock	05/01/2018	S	973	D	\$ 306.6751 (3)	7,418	D	
Common Stock	05/01/2018	S	1,885	D	\$ 307.27	5,533	D	
Common Stock						2,851	I	By 401(k)/ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code V	(A) (D)	Date Exercisable Expiration Date	Title	
Performance Restricted Stock Unit	\$ 0	05/01/2018		A	1,623 (4)	01/29/2021 05/01/2025	Common Stock	1,623
Restricted Stock Unit	\$ 0	05/01/2018		M	195	(6) 05/01/2022	Common Stock	195
Restricted Stock Unit	\$ 0	05/01/2018		A	541	(7) 05/01/2025	Common Stock	541
Stock Option	\$ 305.46	05/01/2018		A	1,696	(8) 05/01/2025	Common Stock	1,696
Stock Option	\$ 107.98	05/01/2018		M	973	(9) 04/29/2021	Common Stock	973
Stock Option	\$ 105.18	05/01/2018		M	805	(10) 05/02/2023	Common Stock	805

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Edmonds-Waters Christopher
3005 TASMAN DRIVE
SANTA CLARA, CA 95054

Head of Human Resources

Signatures

Denise West, Attorney-in-Fact for Christopher
Edmonds-Waters

05/03/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (10) 25%/4yr beginning on 02-May-2017.
- (2) Shares withheld by Issuer for payment of tax liability incurred upon vesting of restricted stock units.
- (3) This transaction was executed in multiple trades at prices ranging from \$306.61 USD to \$306.76 USD; the price reported above reflects the weighted average sale price.

Performance-based restricted stock units (PRSUs) are subject to both performance-based and time-based vesting. Subject to the approval of the Compensation Committee (or Board), the amount of RSUs that will be deemed earned will be based: (i) 50% on the Company's achievement of total shareholder return for calendar years 2018, 2019 and 2020, as compared against the Company's designated Peer Group, subject to the discretion of the Compensation Committee (or Board); and (ii) 50% on Compensation Committee (or Board) discretionary assessment of management execution of strategic objectives relating to the Company's Transformation Office and other initiatives for calendar years 2018, 2019, and 2020. To the extent deemed earned at the end of the three-year performance period, these PRSUs will be subject to additional time-based vesting and will vest on January 29, 2021.
- (4) Group, subject to the discretion of the Compensation Committee (or Board); and (ii) 50% on Compensation Committee (or Board) discretionary assessment of management execution of strategic objectives relating to the Company's Transformation Office and other initiatives for calendar years 2018, 2019, and 2020. To the extent deemed earned at the end of the three-year performance period, these PRSUs will be subject to additional time-based vesting and will vest on January 29, 2021.
- (5) Each performance-based restricted stock unit represents a contingent right to receive one share of the Issuer's common Stock.
- (6) 25%/4yr beginning on 01-May-2016.
- (7) Restricted stock units are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.
- (8) Stock options are subject to annual vesting in four equal installments on the anniversary date of the grant, 25% on each of the successive anniversary dates.
- (9) 25%/4yr beginning on 29-Apr-2015.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.